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November 30, 1998

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VIA FEDERAL EXPRESS

Registration Section,
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

Re: **Riverside Capital, L.L.C.**

Dear Sir/Madame:

In connection with the formation of Riverside Capital, L.L.C. (the "Company") enclosed for filing with your office are the following documents:

1. Duplicate original Articles of Organization ("Articles");
2. Acceptance of Registered Agent;
3. Affidavit of Membership and Contributions; and
4. My Firm's check in the amount of \$337.50 for the following filing fees: \$250.00 for the Articles, \$35.00 for the Acceptance of Registered Agent, and \$52.50 for a certified copy of the Articles.

Please return a certified copy of the Articles to me for the Company's files.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Michael W. McArdle
Michael W. McArdle*

MWM/acb
Encl.

*Admitted to practice law in Ohio and West Virginia only.

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-12/01/98-01058-001

***337.50 ***337.50

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98 DEC -1 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98-3077

Name	W. P. Verifier
Availability	
Document	OK
Examiner	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

**ARTICLES OF ORGANIZATION
OF
RIVERSIDE CAPITAL, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Riverside Capital, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 867 Cypress Lake Circle, Fort Myers, Florida 33919.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is James W. Moore, 867 Cypress Lake Circle, Fort Myers, Florida 33919.

ARTICLE V -- INITIAL CAPITAL CONTRIBUTIONS

The member of the company shall make initial cash contributions to the capital of the Company as set forth on Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- MANAGEMENT

The Company shall be managed by the member in accordance with the Regulations to be adopted by the member for the management of the business and affairs of the Company. These Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member of the Company is:

NAME	ADDRESS
(a) James W. Moore	867 Cypress Lake Circle Fort Myers, Florida 33919

ARTICLE X - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 30th day of November, 1998.

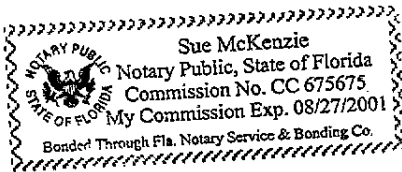
ORGANIZER:

James W. Moore
James W. Moore

STATE OF FLORIDA

COUNTY OF Lee

Sworn to and subscribed before me this 30th day of November, 1998 by James W. Moore.



Sue McKenzie
Name: _____

Personally Known ✓ OR Produced Identified _____

Type of Identification Produced: _____

(SEAL)

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EXHIBIT "A"

<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE</u>
James W. Moore	\$10,000.00	100%

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Riverside Capital, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$10,000.00.
3. No property other than cash has been contributed by the member.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

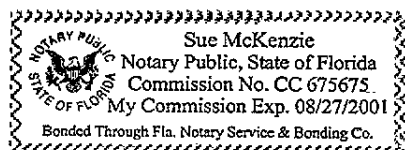
Dated: 11/30/98

James W. Moore
James W. Moore

STATE OF FLORIDA
COUNTY OF Lee

James W. Moore
Applicant

Sworn to and subscribed before me this 30th day of November, 1998, by James W. Moore who
is personally known to me or has produced _____ as identification.



Sue McKenzie
NOTARY PUBLIC, STATE OF FLORIDA
Print or Type Name
My Commission Expires: _____